

HOUSEHOLD  COMMERCIAL

RECORDATION NO. 11881-E FILED 1434

FEB 15 1996 2 15 PM

INTERSTATE COMMERCE COMMISSION

February 13, 1996

Interstate Commerce Commission
12th Street & Constitution Avenue
Washington, DC 20423

RECORDATION NO. 11882-B FILED 1434

FEB 15 1996 2 15 PM

INTERSTATE COMMERCE COMMISSION

Dear Gentlemen:

Please find attached, in duplicate, a Release of Security Interest and Assignment of Lease, a Release of Lease, notary pages and equipment lists.

Please file the enclosed documents to release Consumers Power Company's interest in the referenced equipment.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Allison Cassady
Sr. Contract Administrator
Tel: (847)564-7979
Fax: (847) 205-7411

Enclosures

INTERSTATE COMMERCE
COMMISSION
RECEIVED
FEB 15 2 09 PM '96

Cassidy
rew / US Express

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

2/15/96

Allison Cassady
Sr. Contract Administrator
Household Commercial Financial Services, Inc.
2700 Sanders Road
Prospect Heights, Illinois 60070

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/15/96 at 2:15PM, and assigned recordation number(s). 11881-E and 11882-B.

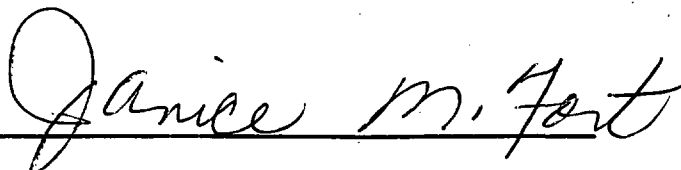
Sincerely yours,


**Vernon A. Williams
Secretary**

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



11881-E
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V
RELEASE OF LEASE

Unless the context otherwise requires, capitalized terms used herein have the respective meanings assigned to them in the Railcar Lease Agreement (the "Lease"), dated as of May 15, 1980, by and between the undersigned, Consumer Power Company, a Michigan corporation, as Lessee and Continental Illinois National Bank and Trust Company of Chicago, a national banking association, now succeeded by Bank of America National Trust and Savings Association, a national banking association, as Trustee ("Original Trustee") under that certain Trust Agreement, dated as of May 15, 1980 (as supplemented to date, the "Trust Agreement"), by and between Original Trustee and Thirteenth HFC Leasing Corporation, a Delaware corporation ("Owner").

The Lease was filed with the Interstate Commerce Commission ("ICC") on June 9, 1980 and assigned ICC recordation number 11881. The First Amendment to the Equipment Lease was filed with the ICC on April 6, 1981 and assigned ICC recordation number 11881-B. The Second Amendment to the Equipment Lease was filed with the ICC on February 2, 1982 and assigned ICC recordation number 11881-C (collectively, the "Amendments").

The undersigned, Consumer Power Company, a Michigan corporation, as Lessee under the Lease ("Lessee"), hereby acknowledges and agrees that the leasehold interest of Lessee in and to the Equipment described on Exhibit 1 attached hereto (such Equipment, the "Units") under the Lease has been terminated, as of January 2, 1996. Lessee further acknowledges and agrees that Lessee has no remaining rights in or to such Units under the Lease as amended by the Amendments, including, without limitation, any renewal rights or rights of first refusal.

This Release of Lease will be filed and recorded with the ICC pursuant to the provisions of 49 U.S.C. Section 11303.

Date February 7, 1996

CONSUMERS POWER COMPANY,
the Lessee

BY 

Name: Martin R. Walicki

Title: Vice President - Finance

ACKNOWLEDGMENT
COPY

STATE OF MICHIGAN)
)
CITY AND COUNTY OF Jackson)

SS:

On this 7th day of February, 1996, before me, personally appeared Martin R. Walicki, to me personally known, who being by me duly sworn, says that he is a Vice President of CONSUMERS POWER COMPANY, that said instrument was signed and sealed on February 7, 1996, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARY SEAL]



Notary Public, JEFFREY H. GORHAM
Notary Public, Jackson County, MI
My Commission Expires May 22, 1998
My Commission Expires: _____

EXHIBIT 1

Description and Mark and Number
of Units of Equipment:

Seven hundred (700) 4,100 cubic foot,
54'7" long, high side, flat bottom, open
top, gondola cars marked and numbered
CPOX 1200 to CPOX 1899, both
inclusive